

RECORDATION NO. 24380-6 FILED

NOV 29 '04

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

SURFACE TRANSPORTATION BOARD

November 29, 2004

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Schedule No. 6 to the Master Equipment Lease Agreement, dated as of November 30, 2004, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Master Equipment Lease Agreement which was previously filed with the Board under Recordation Number 24380.

The names and addresses of the parties to the enclosed document are:

Lessor: ICX Corporation  
2 Summit Park Drive  
Suite 300  
Cleveland, Ohio 44131

Lessee: Illinois Central Railroad Company  
c/o Canadian National Railway Company  
935 de la Gauchetiere Street West  
Montreal, Quebec  
Canada H3W 2N1

A description of the railroad equipment covered by the enclosed document is:

266 covered hopper railcars: 265 within the series NAHX 44601 - NAHX 44751, NAHX 455000 - NAHX 456199, NCHX 38228 - NCHX 38841, NCHX 43045 - NCHX 43599 and NCHX 45900 - NCHX 46081 as more particularly set forth in the equipment schedule attached to the document, and PTEX 455945.

A short summary of the document to appear in the index is:

Memorandum of Schedule No. 6 to the Master Equipment Lease Agreement.

Also enclosed is a check in the amount of \$32.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm  
Enclosures

RECORDATION NO. 24380-67 FILED

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ICX CORPORATION

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF SCHEDULE NO. 6  
TO MASTER EQUIPMENT LEASE AGREEMENT**

**dated as of November 30, 2004**

**between**

**ICX CORPORATION,  
as Lessor**

**and**

**ILLINOIS CENTRAL RAILROAD COMPANY,  
as Lessee**

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**MEMORANDUM OF SCHEDULE NO. 6 TO MASTER EQUIPMENT LEASE AGREEMENT**

**THIS MEMORANDUM OF SCHEDULE NO. 6 TO MASTER EQUIPMENT LEASE AGREEMENT** is made and entered into as of November 30, 2004 by and between ICX CORPORATION, an Ohio corporation ("Lessor"), and ILLINOIS CENTRAL RAILROAD COMPANY, an Illinois corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule No. 6 dated as of November 30, 2004 between Lessor and Lessee to the Master Equipment Lease Agreement dated as of March 15, 2003 between Lessor and Lessee (collectively, the "Lease").
2. The Lease shall be effective as of the latest execution date thereof and shall be subject to the term of the Lease, as defined therein.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum to be executed as of the date first above written.

ICX CORPORATION  
Lessor

By: *Dennis J. Diemer*  
**Dennis J. Diemer**  
**Vice President**

ILLINOIS CENTRAL RAILROAD COMPANY  
Lessee

By: \_\_\_\_\_  
John A.N. Lamont  
Senior Manager Asset Finance

STATE OF OHIO, CITY OF CLEVELAND, TO WIT:

On this 23 day of November, 2004 before me personally appeared, DENNIS J. DIEMER, to me personally known, who being by me duly sworn, says that he is a VICE PRESIDENT of ICX CORPORATION, an Ohio corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Debra A. Grim*  
**DEBRA A. GRIM**  
**NOTARY PUBLIC • STATE OF OHIO**  
**My commission expires Dec. 3, 2006**

[Notarial Seal]

My commission expires:

PROVINCE OF QUEBEC, DISTRICT OF MONTREAL, TO WIT:

On this \_\_\_\_ day of November, 2004 before me personally appeared John A.N. Lamont to me personally known, who being by me duly sworn, says that he is the Senior Manager Asset Finance of ILLINOIS CENTRAL RAILROAD COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Attorney

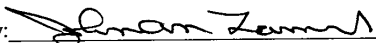
Bar Number: 188726-2

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum to be executed as of the date first above written.

ICX CORPORATION  
Lessor

By: \_\_\_\_\_

ILLINOIS CENTRAL RAILROAD COMPANY  
Lessee

By:  \_\_\_\_\_  
John A.N. Lamont  
Senior Manager Asset Finance

STATE OF OHIO, CITY OF CLEVELAND, TO WIT:

On this \_\_\_\_ day of November, 2004 before me personally appeared, \_\_\_\_\_, to me personally known, who being by me duly sworn, says that he is a \_\_\_\_\_ of ICX CORPORATION, an Ohio corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

\_\_\_\_\_  
Notary Public

[Notarial Seal]

My commission expires:

PROVINCE OF QUEBEC, DISTRICT OF MONTREAL, TO WIT:

On this 24<sup>th</sup> day of November, 2004 before me personally appeared John A.N. Lamont to me personally known, who being by me duly sworn, says that he is the Senior Manager Asset Finance of ILLINOIS CENTRAL RAILROAD COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Attorney

Bar Number: 188726-2

Exhibit A

DESCRIPTION OF RAILCARS

Refer attached 'List of Hopper Cars – 266 Units.'

## LIST OF HOPPER CARS - 266 UNITS

### Group 1

84 covered hopper railcars with 3,800 cu. ft. capacity bearing the following marks and numbers:

NCHX	38228	NCHX	38547	NCHX	38776
NCHX	38251	NCHX	38562	NCHX	38780
NCHX	38256	NCHX	38581	NCHX	38799
NCHX	38265	NCHX	38585	NCHX	38807
NCHX	38273	NCHX	38592	NCHX	38810
NCHX	38275	NCHX	38594	NCHX	38821
NCHX	38276	NCHX	38599	NCHX	38841
NCHX	38279	NCHX	38607	NAHX	44601
NCHX	38344	NCHX	38613	NAHX	44602
NCHX	38352	NCHX	38616	NAHX	44615
NCHX	38367	NCHX	38626	NAHX	44645
NCHX	38372	NCHX	38632	NAHX	44661
NCHX	38386	NCHX	38642	NAHX	44683
NCHX	38418	NCHX	38645	NAHX	44686
NCHX	38421	NCHX	38648	NAHX	44691
NCHX	38423	NCHX	38652	NAHX	44701
NCHX	38435	NCHX	38659	NAHX	44705
NCHX	38438	NCHX	38664	NAHX	44708
NCHX	38461	NCHX	38671	NAHX	44712
NCHX	38466	NCHX	38673	NAHX	44724
NCHX	38467	NCHX	38679	NAHX	44731
NCHX	38472	NCHX	38683	NAHX	44741
NCHX	38479	NCHX	38686	NAHX	44745
NCHX	38484	NCHX	38692	NAHX	44751
NCHX	38485	NCHX	38695		
NCHX	38500	NCHX	38698		
NCHX	38510	NCHX	38741		
NCHX	38528	NCHX	38747		
NCHX	38536	NCHX	38758		
NCHX	38541	NCHX	38762		

### Group 2

8 covered hopper railcars with 4,350 cu. ft. capacity bearing the following marks and numbers:

NCHX	43045
NCHX	43501
NCHX	43508
NCHX	43525
NCHX	43539
NCHX	43545
NCHX	43560
NCHX	43599



**Group 3**

174 covered hopper railcars with 4,550 cu. ft. capacity bearing the following marks and numbers:

NCHX	45900	NAHX	455516	NAHX	455779
NCHX	45975	NAHX	455518	NAHX	455782
NCHX	46004	NAHX	455522	NAHX	455790
NCHX	46018	NAHX	455524	NAHX	455799
NCHX	46065	NAHX	455538	NAHX	455812
NCHX	46081	NAHX	455540	NAHX	455813
NAHX	455000	NAHX	455547	NAHX	455815
NAHX	455023	NAHX	455554	NAHX	455818
NAHX	455025	NAHX	455559	NAHX	455834
NAHX	455042	NAHX	455563	NAHX	455865
NAHX	455050	NAHX	455589	NAHX	455870
NAHX	455060	NAHX	455591	NAHX	455871
NAHX	455072	NAHX	455593	NAHX	455879
NAHX	455078	NAHX	455599	NAHX	455881
NAHX	455088	NAHX	455613	NAHX	455884
NAHX	455097	NAHX	455617	NAHX	455885
NAHX	455115	NAHX	455633	NAHX	455922
NAHX	455153	NAHX	455644	NAHX	455935
NAHX	455161	NAHX	455649	NAHX	455936
NAHX	455196	NAHX	455651	NAHX	455939
NAHX	455197	NAHX	455670	NAHX	455941
NAHX	455199	NAHX	455671	NAHX	455944
NAHX	455326	NAHX	455673	PTEX	455945
NAHX	455344	NAHX	455683	NAHX	455959
NAHX	455348	NAHX	455687	NAHX	455970
NAHX	455361	NAHX	455689	NAHX	455972
NAHX	455366	NAHX	455690	NAHX	455977
NAHX	455373	NAHX	455694	NAHX	455986
NAHX	455407	NAHX	455707	NAHX	456001
NAHX	455434	NAHX	455715	NAHX	456014
NAHX	455435	NAHX	455720	NAHX	456017
NAHX	455439	NAHX	455721	NAHX	456020
NAHX	455445	NAHX	455723	NAHX	456024
NAHX	455462	NAHX	455729	NAHX	456026
NAHX	455467	NAHX	455734	NAHX	456027
NAHX	455474	NAHX	455737	NAHX	456028
NAHX	455490	NAHX	455739	NAHX	456030
NAHX	455495	NAHX	455761	NAHX	456031
NAHX	455497	NAHX	455763	NAHX	456044
NAHX	455502	NAHX	455775	NAHX	456045

**Group 3 (continued)**

NAHX	456050	NAHX	456173
NAHX	456054	NAHX	456174
NAHX	456057	NAHX	456175
NAHX	456069	NAHX	456176
NAHX	456075	NAHX	456180
NAHX	456080	NAHX	456181
NAHX	456081	NAHX	456183
NAHX	456082	NAHX	456184
NAHX	456085	NAHX	456185
NAHX	456098	NAHX	456186
NAHX	456099	NAHX	456191
NAHX	456103	NAHX	456192
NAHX	456106	NAHX	456194
NAHX	456107	NAHX	456199
NAHX	456108		
NAHX	456110		
NAHX	456113		
NAHX	456114		
NAHX	456120		
NAHX	456121		
NAHX	456122		
NAHX	456123		
NAHX	456127		
NAHX	456128		
NAHX	456129		
NAHX	456135		
NAHX	456137		
NAHX	456144		
NAHX	456145		
NAHX	456146		
NAHX	456147		
NAHX	456150		
NAHX	456151		
NAHX	456153		
NAHX	456158		
NAHX	456159		
NAHX	456162		
NAHX	456167		
NAHX	456168		
NAHX	456172		